

Debt Acquisition Company of America V, LLC
1565 Hotel Circle South, Suite 310
San Diego, CA 92108
(619) 220-8900

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: _____) Chapter 11
W.R. GRACE & CO., et al., _____) CASE NO. 01-1139 (JJF)
Debtors. _____) **NOTICE OF TRANSFER OF CLAIM
OTHER THAN FOR SECURITY AND
WAIVER OF NOTICE**

_____) Bankruptcy Rule 3001(e)(2)

PLEASE TAKE NOTICE that the filed claim of **WAGNER-SMITH PUMPS & SYSTEMS INC** ("Transferor") against the Debtor in the amount of **\$312.83** (Claim No. 588), as listed within the Claims Register, and all claims of Transferor have been transferred and assigned other than for security to Debt Acquisition Company of America V, LLC ("DACA"). The signature of the Transferor on this document is evidence of the transfer of the claims and all rights there under. Transferor hereby agrees to waive notice as described by Bankruptcy Rule 3001 (e)(2).

I, the undersigned Transferor of the above-described claims, hereby assign and transfer my claims and all rights there under to DACA upon terms as set forth herein and in the offer letter received. I represent and warrant that the claim is not less than \$312.83 and has not been previously objected to, sold, or satisfied. Upon notification by DACA, I agree to reimburse DACA a pro-rata portion of the purchase price if the claim is reduced, objected to, or disallowed in whole or part by the Debtor, the Court, or any other party. Other than as stated above, DACA assumes all risks associated with the debtor's ability to distribute funds. I agree to deliver to Debt Acquisition Company of America any correspondence or payments received subsequent to the date of this agreement. The clerk of the court is authorized to change the address regarding the claim of the Transferor to that of the Transferee listed below.

TRANSFEROR:

WAGNER-SMITH PUMPS & SYSTEMS INC
PO BOX 672 DAYTON OH 45401

Print Name Kerry Walsh Title ASST CONTROLLER

Signature J.M. Walsh Date 2/1/2005

Updated Address (if needed) _____

Phone 937-298-7481 Fax 937-298-0268 E-Mail kwalsh@wagnersmith.com

TRANSFEE:

DEBT ACQUISITION COMPANY OF AMERICA V, LLC
1565 HOTEL CIRCLE SOUTH, SUITE 310, SAN DIEGO, CA 92108

Signature J. Fette
Traci Fette

